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January 6, 1995

**VIA OVERNIGHT COURIER**

Acting Secretary  
Interstate Commerce Commission  
Room 2311  
Washington, DC 20423

Attention: DOCUMENTS FOR RECORDATION

Re: General Electric Railcar Services Corporation

Dear Acting Secretary:

I am an attorney representing a party to the enclosed documents. I have enclosed two originals or an original and a certified copy of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto. The documents are:

1. Termination of Lease, a secondary document, dated as of December 29, 1994.  
The names and addresses of the parties to the foregoing document are as follows:

Lessor: REFCO TRANSPORT EQUIPMENT, INC.  
20 North Wacker Drive  
Chicago, Illinois 60606

Lessee: GENERAL ELECTRIC RAILCAR SERVICES CORPORATION  
(successor in interest to BRAE Corporation)  
33 West Monroe Street  
Chicago, Illinois 60603

The primary document to which the foregoing document is connected is a Lease Agreement which was filed on December 29, 1978, under Recordation No. 11241.

0100477031

RECORDATION NO. 11241-F  
FILED 1-20

JAN 9 1995 - 10 30 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11241-G  
FILED 1-20

JAN 9 1995 - 10 30 AM

INTERSTATE COMMERCE COMMISSION

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RECEIVED  
OFFICE OF THE  
SECRETARY

Interstate Commerce Commission  
January 6, 1995  
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The equipment covered by the foregoing document follows: all of the Equipment subject to the Equipment Lease dated as of August 1, 1979, between Lessor and BRAE Corporation, filed with the Interstate Commerce Commission on December 26, 1979, under Recordation No. 11241-B.

2. Full Release, a secondary document, dated as of January 3, 1995.  
The name and address of the party to the foregoing document is as follows:

CHEMLEASE WORLDWIDE, INC.  
(as assignee of ChemLease, Inc.)  
200 Jericho Quad  
Jericho, New York 11753

The primary document to which the foregoing document is connected is a Lease Agreement which was filed on December 29, 1978, under **Recordation No. 11241**. The equipment covered by the foregoing document follows: all of the Equipment covered by the Note Security Agreement (Lease Financing) dated as of December 4, 1979, between Refco Transport Equipment, Inc., and ChemLease, Inc., filed on December 26, 1979, under Recordation No. 11241-C, and assigned to ChemLease Worldwide, Inc., by assignment filed with the Interstate Commerce Commission under Recordation No. 11241-D.

A fee of \$42.00 is enclosed. Please return an original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to Stacy Powell-Bennett, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the documents to appear in the index follows:

1. Termination of Lease dated as of December 29, 1994, between REFCO TRANSPORT EQUIPMENT, INC., and GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (successor in interest to BRAE Corporation), covering all of the Equipment subject to the Equipment Lease which was filed on December 26, 1979, under Recordation No. 11241-B.
2. Full Release dated as of January 3, 1995, by CHEMLEASE WORLDWIDE, INC. (as assignee of ChemLease, Inc.) covering all of the equipment subject to the Note Security Agreement (Lease Financing) dated as of December 4, 1979, between Refco Transport Equipment, Inc., and ChemLease, Inc., filed on December 26, 1979, under Recordation No. 11241-C, and assigned to ChemLease Worldwide, Inc., by

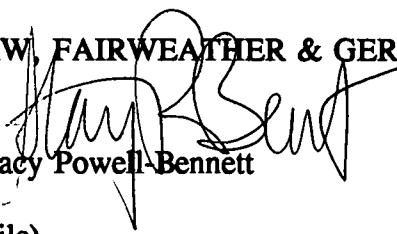
Interstate Commerce Commission  
January 6, 1995  
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assignment filed with the Interstate Commerce Commission under Recordation No. 11241-D.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By:

  
Stacy Powell-Bennett

cc: Robert K. Parsons (w/o enc., via facsimile)  
Alfreda Bradley (w/o enc., via facsimile)  
Richard Demarest Yant (w/o enc.)

RECORDATION NO. 11241-F

JAN 9 1995 - 10 20 AM

## Termination of Lease

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION is executed by GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, a corporation organized under the laws of the State of Delaware ("Buyer"), and REFCO TRANSPORT EQUIPMENT, INC., a corporation organized under the laws of the State of Delaware ("Seller").

Buyer and Seller are parties to that certain Equipment Lease dated as of August 1, 1979 between Seller and Buyer (as successor in interest to Brae Corporation) filed with the Interstate Commerce Commission on December 26, 1979, under Recordation No. 11241-B (the "Lease").

Buyer has acquired from Seller all of the Equipment subject to the Lease.

Therefore, the parties desire to evidence the termination of the Lease.

Nothing herein shall be deemed to relieve either party from any of its obligations under the Lease arising before the date hereof.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the 29th day of January, 1994.

REFCO TRANSPORT EQUIPMENT, INC.

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

By: \_\_\_\_\_

By: Ted F. Weiland

Name: \_\_\_\_\_

Name: Ted F. Weiland

Title: \_\_\_\_\_

Title: Senior Vice President

## Termination of Lease

THIS TERMINATION is executed by GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, a corporation organized under the laws of the State of Delaware ("Buyer"), and REFCO TRANSPORT EQUIPMENT, INC., a corporation organized under the laws of the State of Delaware ("Seller").

Buyer and Seller are parties to that certain Equipment Lease dated as of August 1, 1979 between Seller and Buyer (as successor in interest to Brae Corporation) filed with the Interstate Commerce Commission on December 26, 1979, under Recordation No. 11241-B (the "Lease").

Buyer has acquired from Seller all of the Equipment subject to the Lease.

Therefore, the parties desire to evidence the termination of the Lease.

Nothing herein shall be deemed to relieve either party from any of its obligations under the Lease arising before the date hereof.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the 27<sup>th</sup> day of Dec., 1994.

REFCO TRANSPORT EQUIPMENT, INC.

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

By: [Signature]

By: \_\_\_\_\_

Name: S. RONALD SIOVER

Name: \_\_\_\_\_

Title: Pres

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_)  
COUNTY OF \_\_\_\_\_) SS:

On this \_\_\_\_ day of \_\_\_\_\_, 1994, before me personally appeared \_\_\_\_\_ to me personally known, who, being by me duly sworn, says that she/he is \_\_\_\_\_ of REFCO TRANSPORT EQUIPMENT, INC., and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, she/he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

STATE OF Illinois)  
COUNTY OF Cook) SS:

On this 28th day of January, 1994, before me personally appeared Ted F. Weiland to me personally known, who, being by me duly sworn, says that she/he is Senior Vice President of GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, she/he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

STATE OF Illinois  
COUNTY OF Cook) SS:

On this 29th day of December, 1994, before me personally appeared S. Ronald Stone to me personally known, who, being by me duly sworn, says that she/he is President of REFCO TRANSPORT EQUIPMENT, INC., and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, she/he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

Christina M. McGee  
Notary Public

[Notarial Seal]

My commission expires: 12-1-98

STATE OF \_\_\_\_\_)  
COUNTY OF \_\_\_\_\_) SS:

On this \_\_\_\_ day of \_\_\_\_\_, 1994, before me personally appeared \_\_\_\_\_ to me personally known, who, being by me duly sworn, says that she/he is of GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, she/he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires: